

HELM

FINANCIAL CORPORATION 505 Sansome Street, Suite 1800 San Francisco CA 94111
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RECORDATION NO. 15283-E FILED

JUL 11 '12 - 8 30 AM

SURFACE TRANSPORTATION BOARD

STB E-File

July 10, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
Washington, D.C. 20423-0001

RE: MEMORANDUM OF TERMINATION OF SECURITY AGREEMENT AND ASSIGNMENT OF LEASE ("Termination") by HELM FINANCIAL CORPORATION ("Assignee") as assignee of ATEL Cash Distribution Fund V, L.P. ("Assignor").

Dear Section Chief:

On behalf of Assignee, I submit for filing and recordation under Section 11301 of Title 49 of the U.S. Code and the regulations promulgated there under the following document:

Fully executed copy of the above referenced Termination.

In connection with the recording of this Termination, please note the following information:

Name and Address for Assignee: Helm Financial Corporation
505 Sansome Street, Suite 1800
San Francisco, CA 94111


Name and Address for Assignor: ATEL Cash Distribution Fund V, L.P.
600 California Street, 6th Floor
San Francisco, CA 94108

Equipment: 220 bi-level auto racks on TTGX flatcars

Please record this Termination as a secondary recordation to the Security Agreement and Assignment of Lease on file at the STB under Recordation No. 15283-E filed July 22, 2004 at 4:55 p.m. Please apply the STB's filing fee to Helm Financial Corporation's account.

Summary: MEMORANDUM OF TERMINATION OF SECURITY AGREEMENT AND ASSIGNMENT OF LEASE pertaining to 220 bi-level auto-racks on TTGX flatcars.

Yours truly,



Cecilia Mostaghim
Contract Administrator

Enclosure

JUL 11 '12 -8 30 AM

**MEMORANDUM OF TERMINATION OF SECURITY AGREEMENT AND ASSIGNMENT OF
LEASE**
SURFACE TRANSPORTATION BOARD

The undersigned hereby certify that Security Agreement and Assignment of Lease dated June 4, 2004 by and between ATEL CASH DISTRIBUTION FUND V, L.P., as Debtor, and MB FINANCIAL BANK, N.A., as Secured Party, filed with the Surface Transportation Board on July 22, 2004 at 4:55 p.m. under Recordation Number 15283-E and any amendments thereto, is hereby terminated, and the bi-level auto racks subject to said agreement are no longer subject to the terms thereof.

DEBTOR:
ATEL CASH DISTRIBUTION FUND V, L.P.

By: Vasco H. Morais

Name: Vasco H. Morais
Executive Vice President & Secretary

Title: _____

SECURED PARTY:
MB FINANCIAL BANK, N.A.

By: Brian Griffin

Name: BRIAN GRIFFIN
SENIOR VICE PRESIDENT

Title: _____

State of _____)

County of _____)

On _____, 201_, before me, _____, the undersigned Notary Public, personally appeared B, personally known to me to be the person whose name is subscribed to this instrument and acknowledged to me that he/she executed the same on such day in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

See Attached

Notary Public

State of ILLINOIS)

County of COOK)

On June 18, 2012, before me, Denise Ference, the undersigned Notary Public, personally appeared Brian Griffin, personally known to me to be the person whose name is subscribed to this instrument and acknowledged to me that he/she executed the same on such day in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Denise Ference
Notary Public



ACKNOWLEDGMENT

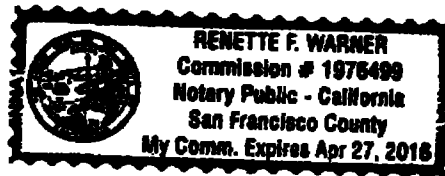
State of California
County of San Francisco)

On June 20, 2012 before me, Renette F. Warner, Notary Public
(insert name and title of the officer)

personally appeared Vasco H. Morais,
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/~~are~~
subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in
his/~~her/their~~ authorized capacity(ies), and that by his/~~her/their~~ signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing
paragraph is true and correct.

WITNESS my hand and official seal.



Signature Renette F. Warner (Seal)